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gthornton@stokesbartholomew.com

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SECURITY ROOM

October 18, 2002

Mr. Joe Werner, Chief of Telecommunications
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: Petition of XO Tennessee, Inc. to Open a Contested Case Proceeding to Monitor
Compliance with TRA Rules and Orders on Directory Covers

Docket No. 02-01106

Dear Mr. Werner:

The purpose of this letter is to respond, on behalf of BellSouth Advertising and Publishing Corporation ("BAPCO"), to the questions contained in your letter to me dated October 14, 2002. We will provide you with updated information as negotiations between BAPCO and the various Tennessee local exchange carriers ("LECs") proceed. In making these responses, BAPCO reserves any claim it may have concerning the jurisdiction of the Authority.

- (1) Provide copies of any contracts between BellSouth Telecommunications, Inc. and BAPCO that specify the terms for the price and appearance (including size, color, and location) of the name and logo of BellSouth Telecommunications, Inc. on the covers of the 2002 directories for Memphis and Nashville.

There is no contract between BellSouth Telecommunications, Inc. ("BST") and BAPCO related to the covers of the 2002 White Pages directories for Memphis and Nashville.

- (2) Provide copies of any contracts between BellSouth Telecommunications, Inc. and BAPCO that specify the terms for the price and appearance (including size, color, and

location of the name and logo of BellSouth Telecommunications, Inc. on the covers of the 2003 directories for Memphis and Nashville.

BAPCO has notified all LECs in Tennessee, including BST, of its terms and conditions for LEC appearances on BAPCO White Pages directory covers in Tennessee, consistent with relevant TRA Orders and the recent Supreme Court ruling. A copy of the package of information sent to BST, along with the other LECs, is attached hereto. Discussions have been initiated between BST and BAPCO concerning the covers of the 2003 White Pages directories for Memphis and Nashville. No contract has been executed as of yet.

- (3) Provide copies of any contracts between any CLEC and BAPCO for the CLEC's appearance on the covers of any Tennessee directory published by BAPCO since 1998, including, but not confined to, the 1999 directories for Memphis and Nashville.

As you will recall, the agreement which led to the appearance of the names and logos of BST, NEXTLINK and ICG Netcom on the 1999 Nashville White Pages directory was reached in the midst of a contested case between BAPCO and NEXTLINK at the TRA (Docket No. 98-00654). No written contact was entered between BAPCO and any CLEC for that directory. The 1999 Nashville White pages directory is the only BAPCO directory since 1998 where a CLEC's name and logo appeared on the cover.

- (4) Explain how BAPCO determined the prices for a local exchange telephone company's appearance on the covers of the 2003 directories for Memphis and Nashville.

BAPCO operates in a competitive environment and considers the information requested to be proprietary in nature. We are prepared to respond to the question upon the entry of an appropriate protective order.

- (5) Explain how BAPCO determined the size, color, and location for a local exchange telephone company's appearance on the covers of the 2003 directories for Memphis and Nashville.

Regarding size, the recent Supreme Court ruling requires that BAPCO offer all CLECs a cover appearance on the same terms and conditions that BAPCO offers BST. BAPCO must take into account the possibility that a large number of competing local exchange carriers qualified to do business in Tennessee will seek an

appearance on BAPCO's White Pages directory covers. Accordingly, BAPCO prepared a template for the 2003 Nashville and Memphis White Pages directories with this in mind. Regarding color, BAPCO has indicated that all LEC appearances will be in black and white, consistent with the requirement of parity between BST and the other LECs. Regarding location, BAPCO currently places the phrase "Includes customer listings for all local telecommunications companies" on the lower band of its White Pages directories.

- (6) Did BAPCO permit CLEC names and logos to appear on the 1999 Memphis and Nashville directories in a larger format than the proposed 1 inch x .25 inch appearance on the 2003 directory cover layout for Memphis (see attached)? If so, explain why BAPCO reduced the size of the appearance.

See BAPCO response to Question No. 3 above. In addition, BAPCO reiterates that the 1999 Nashville White Pages directory cover layout was reached pursuant to a specific agreement involving only BST, NEXTLINK and ICG during the dependency of TRA Docket No. 98-00654.

- (7) Does the word "BELLSOUTH" as included in the logo on the 2003 directory cover layout for Memphis refer to BAPCO or to BellSouth Telecommunications, Inc.?

BAPCO has stated on the record on many occasions before the TRA that "BellSouth" is a trade name which is utilized by both BAPCO and BST, neither to the exclusion of the other. In the template for the 2003 Memphis White Pages directory, the words "BELLSOUTH ADVERTISING AND PUBLISHING" appear on the upper left hand corner of the directory, thus clearly identifying the publisher of the directory as distinguished from the LEC.

- (8) In the response to question no. 7 above is that the word "BELLSOUTH" on the 2003 directory cover layout for Memphis refers to BAPCO rather than BellSouth Telecommunications, Inc., explain why consumers will not confuse the word "BELLSOUTH" in BAPCO's logo with the same, distinctive "BELLSOUTH" font style that BellSouth Telecommunications, Inc. uses to identify itself.

See BAPCO response to Question No. 7 above.

- (9) Can the deadline for closing the 2003 Memphis and Nashville directories be extended? If so, how long can the directory-closing deadline be extended? Please explain any reasons

Mr. Joe Werner, Chief of Telecommunications
October 18, 2002
Page Four

for not extending the directory-closing deadline.

BAPCO publishes over 500 directories annually on a 24/7 printing schedule. Moreover, regarding the 2003 Nashville White Pages directory, advertising has been sold throughout the directory based on a November 1 close date. Extension of that deadline would disrupt agreements reached with existing advertisers. BAPCO is confident that agreements can be reached with all LECs interested in a cover appearance within the time provided. The 2003 Memphis White Pages directory is not implicated, as that directory is published in the spring.

Should you have any questions or wish to discuss this matter further, please do not hesitate to contact me.

Sincerely,

*G. F. Thornton, Jr.
by permission*

Guilford F. Thornton, Jr.

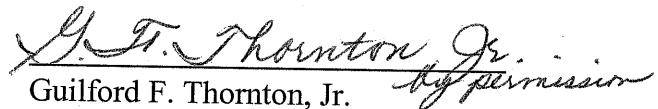
cc: George Hanna

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the following was served upon the following, via first class U.S. Mail, this 18th day of October, 2002.

Richard Collier, General Counsel
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Henry Walker, Esq.
Boult, Cummings, Conners & Berry
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, TN 37219-8062


Guilford F. Thornton, Jr. *by permission*

L M Berry Company
100 Westwood Place
Brentwood, TN 37027

Date: October 1, 2002

To: Tennessee Local Exchange Carriers (LECs)

Subject: Advertising Space On The Real Yellow Pages® and The Real White Pages®
Directories In Tennessee That Contain White Page Listings

This is to notify you of BellSouth Advertising & Publishing Corporation's (BAPCO's) announcement of a directory Cover Appearance Product to LECs and CLECs in Tennessee.

BAPCO now offers BellSouth Telecommunications (BST) and competitive local exchange carriers (CLECs) the ability to have their name and logo appear on the front cover of The Real Yellow Pages® and The Real White Pages® directories that contain White Page listings for communities served in Tennessee.

Expedited implementation of this new product will be given for the Nashville and Knoxville White Pages. All other combined directories published by BAPCO in the state will have Cover Appearance Product availability going forward thereafter.

The designated space for all LECs and CLECs will be rectangular shaped on the lower portion of the front cover of directories containing official white pages for their respective communities. Actual cover space allotted will vary based upon the number of logos that appear. The size of the individual logo space available will be a standard size (approximately 1.0"w x 0.25"h), subject to space availability. Please see the attached pricing sheet, schedule, and mock-up of a sample cover.

All logos will be printed in black and white and in alphabetical order according to BAPCO alphabetizing rules.

In order to contract for space on the front cover of a particular book, LECs and CLECs providing, or planning to provide, service within the calling scope of the desired book must complete all of the following items prior to the [Final Due Date To Be Included On Cover] listed in the attached schedule:

1. Have an active Interconnection Services agreement with BST.
2. Have a signed contract agreement with BAPCO.
3. Forward a signed Directory Advertising Order (DAO) to the designated BAPCO agent.
4. Forward Cash-In-Advance for the entire year's charge to the designated BAPCO agent.
5. Forward a signed Printing Order (PO) to the designated BAPCO agent including an official name and/or logo that can be sized appropriately to be placed on the front cover, along with an electronic copy of any logo to be published. Adobe Illustrator 10 files are preferred, while Quark, Tiff and EPS files will be accepted.

Any requests not complying with all items listed above will not be honored.

If you have questions or would like to place an order, please contact Mike Snow on (615) 371-7604 or at Mike.Snow@LMBerry.com.

Sincerely,

ORIGINAL SIGNED BY Mike Snow

Mike Snow - Field Competitive Manager
L M Berry Company

Tennessee CLEC Cover Schedule

Product Code	Directory Name	State Code	Letter Sent to LEC	EBD Year	Final Due Date to be included on cover
68527	KNOXVILLE TN	TN	10/01/2002	2002	11/01/2002
68593	LEWISBURG TN	TN	10/01/2002	2002	11/01/2002
68637	MARYVILLE-ALCOA TN	TN	10/01/2002	2002	11/01/2002
68610	LINCOLN-CO TN	TN	10/01/2002	2002	11/01/2002
68351	FRANKLIN TN	TN	10/01/2002	2003	11/01/2002
68373	GALLATIN TN	TN	10/01/2002	2003	11/01/2002
68702	NASHVILLE TN WP	TN	10/01/2002	2003	11/01/2002
68274	DAYTON TN	TN	10/01/2002	2003	11/15/2002
68582	LOUDON CO TN (LENOIR CITY)	TN	10/01/2002	2003	11/15/2002
68050	BEDFORD-CO TN	TN	10/01/2002	2003	11/15/2002
68307	DYER-CO TN	TN	10/01/2002	2003	11/15/2002
68836	SEVIER-CO TN	TN	10/01/2002	2003	12/02/2002
68241	COVINGTON TN	TN	10/01/2002	2003	12/02/2002
68726	OBION-CO TN	TN	10/01/2002	2003	12/02/2002
68555	LAUDERDALE-CO TN	TN	10/01/2002	2003	12/02/2002
68032	ASHLAND-CITY TN	TN	10/01/2002	2003	12/02/2002
68134	CAMPBELL-CO TN	TN	10/01/2002	2003	12/02/2002
68736	PARIS TN	TN	10/01/2002	2003	12/02/2002
68348	FIVE-RIVERS-AREA TN	TN	10/01/2002	2003	01/03/2003
68054	BELLS TN	TN	10/01/2002	2003	01/03/2003
68027	ANDERSON-CO TN	TN	10/01/2002	2003	01/03/2003
68880	SOMERVILLE TN	TN	10/01/2002	2003	01/03/2003
68472	JACKSON TN	TN	10/01/2002	2003	01/03/2003
68658	MEMPHIS TN WP	TN	10/01/2002	2003	01/03/2003
68782	ROANE-CO TN	TN	10/01/2002	2003	01/03/2003
68384	GIBSON-CO TN	TN	10/01/2002	2003	03/03/2003
68626	LYNCHBURG TN	TN	10/01/2002	2003	03/03/2003
68552	LAKE-CO TN	TN	10/01/2002	2003	03/03/2003
68633	MARION-CO/BRIDGEPORT TN	TN	10/01/2002	2003	03/03/2003
68924	SWEETWATER TN	TN	10/01/2002	2003	03/03/2003
68913	SPRINGFIELD TN	TN	10/01/2002	2003	03/03/2003
68439	HENDERSON TN	TN	10/01/2002	2003	03/03/2003
68142	CARTHAGE TN	TN	10/01/2002	2003	03/03/2003
68164	CHATTANOOGA TN	TN	10/01/2002	2003	03/03/2003
68296	DICKSON TN	TN	10/01/2002	2003	03/03/2003
68946	TULLAHOA TN	TN	10/01/2002	2003	03/03/2003
68428	HARTSVILLE TN	TN	10/01/2002	2003	05/02/2003
68803	SAVANNAH-SELMER TN	TN	10/01/2002	2003	05/02/2003
68410	GREENFIELD-GLEASON TN	TN	10/01/2002	2003	05/02/2003
68758	PULASKI TN	TN	10/01/2002	2003	05/02/2003
68186	CLEVELAND TN	TN	10/01/2002	2003	05/02/2003
68043	ATHENS TN	TN	10/01/2002	2003	05/02/2003
68692	MURFREESBORO TN	TN	10/01/2002	2003	05/02/2003
68109	BROWNSVILLE TN	TN	10/01/2002	2003	05/02/2003
68604	LEXINGTON TN	TN	10/01/2002	2003	05/02/2003
68352	FRANKLIN-CO TN	TN	10/01/2002	2003	05/02/2003
68571	LEBANON TN	TN	10/01/2002	2003	05/02/2003
68461	HUNTINGDON TN	TN	10/01/2002	2003	05/02/2003
68230	COPPER-BASIN-AREA TN	TN	10/01/2002	2003	07/01/2003
68076	BOLIVAR TN	TN	10/01/2002	2003	07/01/2003

Tennessee CLEC Cover Schedule

Product Code	Directory Name	State Code	Letter Sent to LEC	EBD Year	Final Due Date to be included on cover
68450	HOHENWALD TN	TN	10/01/2002	2003	07/01/2003
68560	LAWRENCEBURG TN	TN	10/01/2002	2003	07/01/2003
68175	CLARKSVILLE TN	TN	10/01/2002	2003	07/01/2003
68153	CENTERVILLE TN	TN	10/01/2002	2003	07/01/2003
68301	DOVER-CUMBERLAND TN	TN	10/01/2002	2003	07/01/2003
68131	CAMDEN TN	TN	10/01/2002	2003	07/01/2003
68045	BARTLETT-RALEIGH TN (NH)	TN	10/01/2002	2003	07/01/2003
68378	GERMANTOWN-COLLIERVILLE TN (NH)	TN	10/01/2002	2003	07/01/2003
68968	WAVERLY TN	TN	10/01/2002	2003	07/01/2003
68208	COLUMBIA TN	TN	10/01/2002	2003	07/01/2003
68527	KNOXVILLE TN	TN	10/01/2002	2003	07/01/2003
68593	LEWISBURG TN	TN	10/01/2002	2003	07/01/2003
68637	MARYVILLE-ALCOA TN	TN	10/01/2002	2003	07/01/2003
68610	LINCOLN-CO TN	TN	10/01/2002	2003	07/01/2003

TN CLEC Pricing

Product Code	Directory Name	Multi-Directory Discounts***		
		Full Rate (1 - 5 Directories)	10% Off (6-30 Directories)	15% Off (>30 Directories)
68027	ANDERSON-CO TN	\$4,500	\$4,056	\$3,828
68032	ASHLAND-CITY TN	\$984	\$888	\$840
68043	ATHENS TN	\$2,208	\$1,992	\$1,884
68045	BARTLETT-RALEIGH TN (NH)	\$4,860	\$4,380	\$4,140
68050	BEDFORD-CO TN	\$1,392	\$1,260	\$1,188
68054	BELLS TN	\$528	\$480	\$456
68076	BOLIVAR TN	\$996	\$900	\$852
68109	BROWNSVILLE TN	\$900	\$816	\$768
68131	CAMDEN TN	\$828	\$756	\$708
68134	CAMPBELL-CO TN	\$2,064	\$1,860	\$1,764
68142	CARTHAGE TN	\$744	\$672	\$636
68153	CENTERVILLE TN	\$816	\$744	\$696
68164	CHATTANOOGA TN	\$15,396	\$13,860	\$13,092
68175	CLARKSVILLE TN	\$6,276	\$5,652	\$5,340
68186	CLEVELAND TN	\$5,196	\$4,680	\$4,428
68208	COLUMBIA TN	\$3,372	\$3,036	\$2,868
68230	COPPER-BASIN-AREA TN	\$1,260	\$1,140	\$1,080
68241	COVINGTON TN	\$1,476	\$1,332	\$1,260
68274	DAYTON TN	\$1,668	\$1,512	\$1,428
68296	DICKSON TN	\$2,568	\$2,316	\$2,184
68301	DOVER-CUMBERLAND TN	\$768	\$696	\$660
68307	DYER-CO TN	\$2,784	\$2,508	\$2,376
68348	FIVE-RIVERS-AREA TN	\$6,648	\$5,988	\$5,652
68351	FRANKLIN TN	\$5,148	\$4,644	\$4,380
68352	FRANKLIN-CO TN	\$1,968	\$1,776	\$1,680
68373	GALLATIN TN	\$3,708	\$3,348	\$3,156
68378	GERMANTOWN-COLLIERVILLE TN (NH)	\$5,388	\$4,860	\$4,584
68384	GIBSON-CO TN	\$2,352	\$2,124	\$2,004
68410	GREENFIELD-GLEASON TN	\$744	\$672	\$636
68428	HARTSVILLE TN	\$744	\$672	\$636
68439	HENDERSON TN	\$624	\$564	\$540
68450	HOHENWALD TN	\$744	\$672	\$636
68461	HUNTINGDON TN	\$1,272	\$1,152	\$1,092
68472	JACKSON TN	\$5,952	\$5,364	\$5,064
68527	KNOXVILLE TN	\$15,948	\$14,364	\$13,560
68552	LAKE-CO TN	\$696	\$636	\$600
68555	LAUDERDALE-CO TN	\$1,152	\$1,044	\$984
68560	LAWRENCEBURG TN	\$1,596	\$1,440	\$1,368
68571	LEBANON TN	\$2,604	\$2,352	\$2,220
68593	LEWISBURG TN	\$888	\$804	\$756
68604	LEXINGTON TN	\$1,476	\$1,332	\$1,260
68610	LINCOLN-CO TN	\$1,308	\$1,188	\$1,116
68582	LOUDON CO TN (LENOIR CITY)	\$2,040	\$1,836	\$1,740
68626	LYNCHBURG TN	\$552	\$504	\$480
68633	MARION-CO/BRIDGEPORT TN	\$1,956	\$1,764	\$1,668
68637	MARYVILLE-ALCOA TN	\$4,776	\$4,308	\$4,068
68658	MEMPHIS TN WP	\$16,908	\$15,228	\$14,376
68692	MURFREESBORO TN	\$6,552	\$5,904	\$5,580

TN CLEC Pricing

Product Code	Directory Name	Multi-Directory Discounts***		
		Full Rate (1 - 5 Directories)	10% Off (6-30 Directories)	15% Off (>30 Directories)
68702	NASHVILLE TN WP	\$17,820	\$16,044	\$15,156
68726	OBION-CO TN	\$2,088	\$1,884	\$1,776
68736	PARIS TN	\$2,004	\$1,812	\$1,704
68758	PULASKI TN	\$1,224	\$1,104	\$1,044
68782	ROANE-CO TN	\$2,088	\$1,884	\$1,776
68803	SAVANNAH-SELMER TN	\$1,164	\$1,056	\$996
68836	SEVIER-CO TN	\$5,268	\$4,752	\$4,488
68880	SOMERVILLE TN	\$864	\$780	\$744
68913	SPRINGFIELD TN	\$1,956	\$1,764	\$1,668
68924	SWEETWATER TN	\$1,848	\$1,668	\$1,572
68946	TULLAHOMA TN	\$2,904	\$2,616	\$2,472
68968	WAVERLY TN	\$816	\$744	\$696

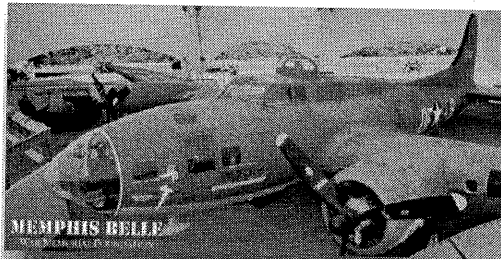
*** Multi-directory discounts only apply at the time of purchase.

BELLSOUTH
Advertising & Publishing

The Real White Pages

BELLSOUTH
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The Real White Pages

**Greater
Memphis, TN**
Area Codes 562/870/901
June 2002-03



Greater Memphis

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Moscow, Rosemark, Shelby Forest & Somerville
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Mississippi

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Includes customer listings for all
local telecommunications companies.

68658

Spine Size
1-7/16
PC 68658

TENNESSEE REGULATORY AUTHORITY
CERTIFICATED CLECs
Current as of 02/01/2002

Company	Address		City	State	Zip	Phone
1 360networks (USA)	143 Union Blvd.	Suite 300	Broomfield	CO	80021	(303) 987-1770
2 Access Integrated Networks, Inc.	4885 Riverside Drive	Suite 202	Macon	GA	31210	(478) 476-7942
3 Accutel Communications, Inc.	P.O. Box 1610		Boca Raton	FL	33429	(800) 373-4523
4 Accutel of Texas, Inc.	7900 John Carpenter Freeway		Dallas	TX	75247	(512) 476-8591
5 Adelphia Business Solutions of Nashville f/k/a Hyperion of Tennessee	121 Chaption Way		Canonsburg	PA	15317	(724) 749-8888
6 Adelphia Business Solutions Operations, Inc. f/k/a Hyperion Communications of Tennessee	Main at Water Street		Condersport	PA	16915	(814) 274-6946
7 Aeneas Communications, LLC	301 South Church Street		Jackson	TN	38031	(901) 425-9200
8 Alec, Inc.	3640 Valley Hill Road		Kennesaw	GA	30152	(770) 425-4725
9 Allied Riser of Tennessee, Inc.	1700 Pacific Avenue	Suite 400	Dallas	TX	75201	(210) 214-3000
10 Alltel Communications, Inc.	State Government Affairs, B4F4N	One Allied Drive	Little Rock	AR	72202	(501) 905-5692
11 American Communications Services of Chattanooga	133 National Business Parkway	Suite 200	Annapolis Junction	MD	20701	(301) 361-4298
12 American Fiber Systems, Inc.	100 Meridian Centre, Suite 250		Rochester	NY	14618	(716) 340-5400
13 Arbros Communications Licensing Company	6707 Democracy Blvd.	Suite 200	Bethesda	MD	20817	(301) 960-0500
14 AT&T Communications of the South Central States	1200 Peach Street, NE		Nashville	TN	30309-	(615) 242-2815
15 BellSouth BSE, Inc.	400 Perimeter Center Terrace	N. Terraces Bldg, Suite 400	Atlanta	GA	30346	(678) 587-5237
16 Ben Lomand Communications, Inc.	Attention: Mr. Levoy Knowles	P.O. Box 670	McMinnville	TN	37111	(931) 668-1010
17 Birch Telecom of the South, Inc.	2020 Baltimore Avenue		Kansas City	MO	64108	(816) 300-3731
18 Broadplex, LLC	100 E. Meeting St.		Morganton	NC	28680	(919) 676-0240
19 BroadState Networks of Tennessee, Inc. f/k/a Cardinal Communications	675 Peter Jefferson Parkway #310		Charlottesville	VA	22911	(804) 220-7606
20 BroadStreet Communications, Inc.	601 Technology Drive, Southpointe		Canonsburg	PA	15317	(724) 873-8982
21 Brooks Fiber Communications of Tennessee, Inc.	6 Concourse Parkway	Suite 3200	Atlanta	GA	30328	(800) 759-3813
22 Business Telecom, Inc.	4300 Six Forks Rd. Suite 500		Raleigh	NC	27609	9195107000
23 CarolNet, Inc. f/k/a Interpath Communications, Inc.	263 13 th Ave. So.		St. Petersburg	FL	33701	(727) 820-5611
24 OCCCTN, Inc., d/b/a Connect	124 West Capitol Avenue	Suite 250	Little Rock	AR	72201	(501) 401-7711
25 CenturyTel Solutions	100 Century Park Drive		Monroe	LA	71203	(318) 388-9000
26 Chineryg Communications Co. f/k/a Community Telephone	611 Broadway		Paducah	KY	42001	(301) 842-7437
27 Citizens Telecommunications Company	300 Bland Street	P.O. Box 770	Bluefield	WV	24701	(304) 325-1216

TENNESSEE REGULATORY AUTHORITY
CERTIFICATED CLECs
Current as of 02/01/2002

28	ConnectiD	124 West Capitol Avenue	Suite 250	Little Rock	AR	72201	(501) 401-7711
29	CTSI, Inc.	300 H Land Street		Wilkes-Barre	PA	18702	(570) 208-6400
30	DIECA Communications, Inc.	2330 Central Expressway		Santa Clara	CA	95050	(408) 844-7500
31	Digital Teleport, Inc.	8112 Maryland Avenue	4th Floor	St. Louis	MO	63105	(314) 253-6608
32	DSLnet Communications, LLC	545 Long Wharf Drive	5th Floor	New Haven	CT	06511	(203) 773-1647
33	Eagle Communications, Inc.	60 East 56th Street	9th Floor	New York	NY	10022	(212) 758-3283
34	East Tennessee Network, LLC	125 West Summer Street		Greenville	TN	37743	(423) 638-4181
35	Electric Power Board of Chattanooga	400 Krystal Building	One Union Square	Chattanooga	TN	37402	(615) 265-2000
36	Etron Broadband Services, Inc.	1400 Smith Street	EB4722A	Houston	TX	77002	(713) 853-9191
37	Essex Communications, Inc. d/b/a eJEC Communications	48 South Service Road	3rd Floor	Melville	NY	11747	(516) 293-2700
38	Global Crossing Local Services, Inc. f/k/a Frontier Local Services	180 South Clinton Avenue		Rochester	NY	14646	(716) 777-1000
39	Global NAB's Gulf, Inc.	10 Merrymount Road		Quincy	MA	02169	(617) 507-5100
40	ICG Telecom Group, Inc.	241 John Knox Road	Suite 202	Tallahassee	FL	32303	(850) 383-4899
41	IG2, Inc. f/k/a Computer Business Science	80-02- Kew Gardens Road	Suite 5000	Kew Gardens	NY	11415	(718) 520-6500
42	Intermedia Communications, Inc.	3625 Queen Palm Dr.		Tampa	FL	33619	(800) 940-0011
43	ITC/DeltaCom Communications, Inc.	4092 S. Memorial Parkway		Huntsville	AL	35802	(256) 382-3856
44	KMC DATA, LLC	1545 Route 206, Suite 300		Bedminster	NJ	07921-2567	(908) 470-2100
45	KMC Telecom III, Inc.	1755 North Brown Road	3rd Floor	Lawrenceville	GA	30043	(678) 985-6261
46	KMC Telecom V, Inc.	1545 Route 206, Suite 300		Bedminster	NJ	07921	(908) 470-2100
47	Knology of Tennessee, Inc.	1241 O.G. Skinner Drive		West Point	GA	31833	(706) 645-3966
48	LCT International Telecom, Corp. (Note: Co. bought by Qwest)	1670 Broadway 26th Floor		Denver	CO	80202	(303) 992-6411
49	LeeStar Telecom, Inc. f/k/a Empire Telecom Services	4501 Circle 75 Parkway	Amoco Building	Atlanta	GA	30339	(440) 659-9500
50	Level 3 Communications, LLC	1025 Eldorado Blvd.		Broomfield	CO	80021	(303) 926-3555
51	Lightyear Communications Inc.	1901 EastPoint Parkway		Louisville	KY	40223	(502) 515-4138
52	Madison River Communications, LLC	Mr. Ashley Woodall	103 South Fifth Street	Mebane	NC	27302	(919) 563-8230
53	Maverix.com, Inc. d.b.a. Maverix.net	20 South Clark	Suite 2800	Chicago	IL	60603	(312) 224-3103
54	Maxcess, Inc.	100 West Lucerne Circle	Suite 500	Orlando	FL	32801	(770) 232-9200
55	MCI WorldCom Communications, Inc.	6 Concourse Parkway	Suite 3200	Atlanta	GA	30328	(800) 759-3813
56	MCI WorldCom Network Services, Inc.	6 Concourse Parkway	Suite 3200	Atlanta	GA	30328	(800) 759-3813
57	MCImetro Access Transmission Services, Inc.	6 Concourse Parkway	Suite 3200	Atlanta	GA	30328	(800) 759-3813

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58	McLeod USA Telecommunications Services, Inc. f/k/a Caprock Telecom Corp.	121 South 17th Street		Mattoon	IL	61938	(217) 235-3311
59	Memphis Network	555 Appling Center Drive		Memphis	TN	38133	(901) 213-5112
60	Metromedia Fiber Network Services, Inc.	360 Hamilton Avenue		White Plains	NY	10601	(201) 531-8053
61	Metropolitan Fiber Systems of Tennessee, Inc.	c/o MCI WorldCom	Corporate Center 6	Atlanta	GA	30328	(800) 759-3813
62	Momentum Business Solutions, Inc.	2090 Columbiana Road	Suite. 3000	Birmingham	AL	35216	(205) 978-2909
63	NA Communications, Inc.	c/o Tax Department	P.O. Box 1990	Waynesboro	VA	22980	(540) 949-3480
64	NationNet Communications Corp.	35 Carriage House Drive, #3		Jackson	TN	38305	(901) 664-6602
65	Navigators Telecommunications, LLC	P.O. Box 13860		Little Rock	AR	72113	(301) 301-1623
66	Network Plus, Inc.	41 Pacella Park Drive		Randolph	MA	02368	(781) 473-2000
67	New Edge Network, Inc.	3000 Columbia House Blvd.	Suite 106	Vancouver	WA	98661	(360) 693-9009
68	New South Communications Corp.	Two North Main Street		Greenville	SC	29601	(264) 672-5000
69	NOS Communications, Inc.	4380 Boulder Highway		Las Vegas	NV	89121	(888) 665-4586
70	NuVox Communications, Inc. f/k/a TriVergent Comm.	301 North Main Street	Suite 2300	Greenville	SC	29601	(864) 967-4113
71	OnePoint Communications, Georgia, LLC	Two Conway Park	150 Field Drive, Suite 300	Lake Forest	IL	60045	(847) 582-8800
72	Premiere Network Services, Inc.	1510 North Hampton Road	Suite 120	DeSoto	TX	75115	(972) 228-8881
73	Qwest Communications Corporation	4250 North Fairfax Drive	13th Floor	Arlington	VA	22203	(703) 363-3189
74	Sprint Communications Company, L.P.	KSOPHE0302-3C722	6360 Sprint Parkway	Overland Park	KS	66251	(913) 762-4931
75	TCG MidSouth, Inc.	AT&T	1200 Peachtree Street N.E.	Atlanta	GA	30309	(615) 242-2813
76	Telepak Networks, Inc.	125 S. Congress Street	Suite 1830	Jackson	MS	39201	(601) 974-7110
77	Tele-Sys, Inc. d/b/a Access America	138 Fairbanks Plaza		Oak Ridge	TN	37830	(423) 482-2140
78	Teligent Services, Inc.	Legal Department	8065 Leesburg Pike, St. 400	Vienna	VA	22182	(703) 762-5430
79	Time Warner Telecom of the Mid-South, L.P.	233 Brannerton Court		Franklin	TN	37069	(615) 726-1200
80	Touch America, Inc.	1315 North Main Street		Helena	MT	59604	(406) 442-9194
81	US WEST Interprise America, Inc.	1801 California Street	34th Floor	Denver	CO	80202	(303) 308-5429
82	US LEC of Tennessee, Inc.	Monrocraft III	6801 Morrison Boulevard	Charlotte	NC	28211	(800) 588-7280
83	US TelePacific Corp. d/b/a TelePacific Communications	515 South Flower Street	49th Floor	Los Angeles	CA	90071	(213) 213-3000
84	VarTee Telecom, Inc.	1600 Viceroy Drive		Dallas	TX	75235	(214) 424-1000
85	Verizon Select Services, Inc. f/k/a GTE Communications	600 Hidden Ridge	P. O. Box 152092	Irving	TX	75012	(972) 465-4376
86	VVO-IN, LLC	600 South Adams, Suite 210		Birmingham	MI	48009	(248) 644-5988
87	Williams Communications, LLC	4100 One Williams Center		Tulsa	OK	74172	(918) 573-6996

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88	WinStar Wireless, Inc.	1615 L. Street, NW	Suite 1260	Washington	DC	20036	(202) 367-7654
89	XO Long Distance Services, Inc.	105 Molloy Ave	Suite 300	Nashville	TN	37201	(615) 777-7700
90	XO Tennessee, Inc.	105 Molloy Ave	Suite 300	Nashville	TN	37201	(615) 777-7700
91	Xpedius, Corp. f/k/a XSPEDIA Corp.	One Lakeshore Drive	Suite 1495	Lake Charles	LA	70629	(337) 436-9000
92	Zephion Networks, Inc. f/k/a Domino Networks Comm.	2950 Gallows Road		Falls Church	VA	22042	(571) 226-1434
93	Z-Tel Communications, Inc.	777 South Harbour Island Blvd.	Suite 990	Tampa	FL	33602	(813) 273-6261